



Laurence P. Prange
Vice President - Finance

EVANS RAILCAR
AFFILIATE OF EVANS TRANSPORTATION COMPANY
Railcar Division

450 East Devon, Suite 300

Itasca, IL 60143-1263

312/250-8100

14059-NNNN

B10

June 1, 1987

REC. NO. 14059-NNNN
Filed 1425

JUL 7 1987 - 11 29 AM

INTERSTATE COMMERCE COMMISSION No. 7-188A018

Date JUL ... 7 1987

Fee \$... 10.00

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

Pursuant to 49 U.S.C. Section 11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing five fully executed counterparts of that certain Amendment to Security Agreement ("Amendment") dated as of June 1, 1987. The parties to the Amendment are:

Debtor: Evans Railcar Leasing Company
450 East Devon Avenue - Suite 300
Itasca, Illinois 60143-1263

Secured
Party: Manufacturers Hanover Trust Company,
as Agent
270 Park Avenue
New York, New York 10017

The enclosed Amendment relates to that certain Security Agreement dated as of May 20, 1983 as ICC Recordation Number 14059. Accordingly, we request that the Amendment be filed as subfilings under that number.

A description of the equipment being added to the Security Agreement is attached hereto as Exhibit A and a description of the equipment being deleted from the Security Agreement is attached hereto as Exhibit B.

100 OFFICE OF
THE SECRETARY
JUL 7 11 35 AM '87
WASHINGTON, D.C.

Counterparts - CT. Kowden

Secretary
Interstate Commerce Commission

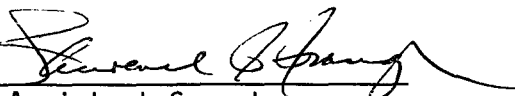
June 1, 1987
Page 2

Enclosed herewith is a check in the amount of \$10 in payment of the applicable recording fees.

Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the Amendment not required to be kept by you, or, if it is not possible to return them to the bearer, sent them to: Mr. Gerald E. Beatty, Rosenthal and Schanfield, 55 East Monroe Street, Suite 4620, Chicago, Illinois 60603.

Very truly yours,

EVANS RAILCAR LEASING COMPANY

By: 
Assistant Secretary

Enclosures

revolver(1,2)

LOT NO.	#	* CAR TYPE***	LESSEE NAME**	INTERNAL I.D. NUMBER*	MASTER LEASE DATE**	SCHEDULE NUMBER **	SCHEDULE DATE **	TERM YEAR **	TERM MONTH **	PREFIX **	CAR NUMBER**
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Column headings on each of the following pages shall be deemed to be subject to the same footnotes as on this page.

* Appears on internal records of Borrower only.

** Subject to change from time to time.

*** Same designation may appear on more than one car (initials are the AAR mechanical designations).

• revolver(22)

EXHIBIT A
COLLATERAL ADDITIONS
MAY 31, 1987

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
1605-25	* TANK-210CI	ALLIED CHEMICAL CORPORATION	39622	78/03/22	25	87/02/19	2	0	USLX	21974
	TANK-210CI	ALLIED CHEMICAL CORPORATION	39624	78/03/22	25	87/02/19	2	0	USLX	21976
N=	2									
2099-03	* COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16188	87/04/06	3	87/04/06	1	0	NBER	950
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16194	87/04/06	3	87/04/06	1	0	NBER	956
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16195	87/04/06	3	87/04/06	1	0	NBER	957
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16198	87/04/06	3	87/04/06	1	0	NBER	960
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16202	87/04/06	3	87/04/06	1	0	NBER	965
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16204	87/04/06	3	87/04/06	1	0	NBER	967
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16205	87/04/06	3	87/04/06	1	0	NBER	968
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16206	87/04/06	3	87/04/06	1	0	NBER	969
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16207	87/04/06	3	87/04/06	1	0	NBER	970
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16208	87/04/06	3	87/04/06	1	0	NBER	971
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16210	87/04/06	3	87/04/06	1	0	NBER	973
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16211	87/04/06	3	87/04/06	1	0	NBER	974
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16216	87/04/06	3	87/04/06	1	0	NBER	979
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16220	87/04/06	3	87/04/06	1	0	NBER	983
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16228	87/04/06	3	87/04/06	1	0	NBER	991
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16232	87/04/06	3	87/04/06	1	0	NBER	995
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16233	87/04/06	3	87/04/06	1	0	NBER	997
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16234	87/04/06	3	87/04/06	1	0	NBER	998
N=	18									
2100-09	* TANK-210CI	LEASE POOL	41187	0/00/00	0	0/00/00	0	0	USLX	22178
N=	1									
2116-08	* COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24284	86/05/20	8	86/12/30	1	0	CAGY	501
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24314	86/05/20	8	86/12/30	1	0	CAGY	502
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24189	86/05/20	8	86/12/30	1	0	CAGY	503
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24312	86/05/20	8	86/12/30	1	0	CAGY	504
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24264	86/05/20	8	86/12/30	1	0	CAGY	505
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24190	86/05/20	8	86/12/30	1	0	CAGY	506
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24310	86/05/20	8	86/12/30	1	0	CAGY	507
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24262	86/05/20	8	86/12/30	1	0	CAGY	508
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24313	86/05/20	8	86/12/30	1	0	CAGY	509
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24319	86/05/20	8	86/12/30	1	0	CAGY	511
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24261	86/05/20	8	86/12/30	1	0	CAGY	512
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24259	86/05/20	8	86/12/30	1	0	CAGY	513
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24287	86/05/20	8	86/12/30	1	0	CAGY	514
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24285	86/05/20	8	86/12/30	1	0	CAGY	16012
	COV HOP-LO	COLUMBUS & GREENVILLE RAILWAY CO	24309	86/05/20	8	86/12/30	1	0	CAGY	16024

N= 15

E X H I B I T A
COLLATERAL ADDITIONS
MAY 31, 1987

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2151-02	* BOX-LU BOX-LU	MISSOURI-KANSAS-TEXAS RR MISSOURI-KANSAS-TEXAS RR	28188 20754	86/10/15 86/10/15	2	86/10/15 86/10/15	0 0	3 3	USLX USLX	50439 50602
N= 2										
2151-03	* COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15145	87/01/13	3	87/01/13	0	6	EELX	250
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15146	87/01/13	3	87/01/13	0	6	EELX	251
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15147	87/01/13	3	87/01/13	0	6	EELX	252
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15151	87/01/13	3	87/01/13	0	6	EELX	256
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15152	87/01/13	3	87/01/13	0	6	EELX	257
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15154	87/01/13	3	87/01/13	0	6	EELX	259
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15155	87/01/13	3	87/01/13	0	6	EELX	260
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15157	87/01/13	3	87/01/13	0	6	EELX	262
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	13297	87/01/13	3	87/01/13	0	6	USEX	341
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	13294	87/01/13	3	87/01/13	0	6	USEX	344

N= 10

Total Collateral Additions 5/87 = 48

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1987

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAP. NUMBER
1410-01	# BOX-LU	LEASE POOL	28188	0/00/00	0	0/00/00	0	0	AMC	521
N= 1										
2008-16	* COV HOP-LO	CONTINENTAL GRAIN COMPANY	24262	86/08/08	14	86/08/08	0	3	MRCX	16003
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24261	86/08/08	14	86/08/08	0	3	MRCX	16004
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24259	86/08/08	14	86/08/08	0	3	MRCX	16006
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24287	86/08/08	14	86/08/08	0	3	MRCX	16010
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24285	86/08/08	14	86/08/08	0	3	MRCX	16012
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24319	86/08/08	14	86/08/08	0	3	MRCX	16014
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24313	86/08/08	14	86/08/08	0	3	MRCX	16020
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24309	86/08/08	14	86/08/08	0	3	MRCX	16024
N= 8										
2008-16	# COV HOP-LO	LEASE POOL	24264	0/00/00	0	0/00/00	0	0	MRCX	16001
	COV HOP-LO	LEASE POOL	24190	0/00/00	0	0/00/00	0	0	MRCX	16007
	COV HOP-LO	LEASE POOL	24189	0/00/00	0	0/00/00	0	0	MRCX	16008
	COV HOP-LO	LEASE POOL	24284	0/00/00	0	0/00/00	0	0	MRCX	16013
	COV HOP-LO	LEASE POOL	24314	0/00/00	0	0/00/00	0	0	MRCX	16019
	COV HOP-LO	LEASE POOL	24312	0/00/00	0	0/00/00	0	0	MRCX	16021
	COV HOP-LO	LEASE POOL	24310	0/00/00	0	0/00/00	0	0	MRCX	16023
N= 7										
2041-01	# TANK-210CI	LEASE POOL	39622	0/00/00	0	0/00/00	0	0	USLX	21974
	TANK-210CI	LEASE POOL	39624	0/00/00	0	0/00/00	0	0	USLX	21976
N= 2										
2064-01	# BOX-LU	LEASE POOL	20754	0/00/00	0	0/00/00	0	0	USLX	50602
N= 1										
2093-64	* COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13297	85/04/22	4	86/10/04	0	3	USEX	341
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13294	85/04/22	4	86/10/04	0	3	USEX	344
N= 2										

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1987

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAP. NUMBER
2093-84	* COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15145	85/04/22	4	86/10/04	0	3	EELX	250
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15146	85/04/22	4	86/10/04	0	3	EELX	251
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15147	85/04/22	4	86/10/04	0	3	EELX	252
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15151	85/04/22	4	86/10/04	0	3	EELX	256
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15152	85/04/22	4	86/10/04	0	3	EELX	257
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15154	85/04/22	4	86/10/04	0	3	EELX	259
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15155	85/04/22	4	86/10/04	0	3	EELX	260
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15157	85/04/22	4	86/10/04	0	3	EELX	262
N=	8									
2099-01	* COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16188	84/12/14	1	84/12/14	3	0	NBER	950
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16194	84/12/14	1	84/12/14	3	0	NBER	956
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16195	84/12/14	1	84/12/14	3	0	NBER	957
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16198	84/12/14	1	84/12/14	3	0	NBER	960
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16202	84/12/14	1	84/12/14	3	0	NBER	965
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16204	84/12/14	1	84/12/14	3	0	NBER	967
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16205	84/12/14	1	84/12/14	3	0	NBER	968
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16206	84/12/14	1	84/12/14	3	0	NBER	969
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16207	84/12/14	1	84/12/14	3	0	NBER	970
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16208	84/12/14	1	84/12/14	3	0	NBER	971
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16210	84/12/14	1	84/12/14	3	0	NBER	973
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16211	84/12/14	1	84/12/14	3	0	NBER	974
N=	12									
2099-02	* COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16216	84/12/14	2	85/02/07	3	0	NBER	979
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16220	84/12/14	2	85/02/07	3	0	NBER	983
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16228	84/12/14	2	85/02/07	3	0	NBER	991
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16232	84/12/14	2	85/02/07	3	0	NBER	995
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16233	84/12/14	2	85/02/07	3	0	NBER	997
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16234	84/12/14	2	85/02/07	3	0	NBER	998
N=	6									
2100-09	* TANK-210CI	CIBA-GEIGY CORPORATION	41187	84/11/08	9	86/09/18	0	3	USLX	22178
N=	1									

Total Collateral Deletions 5/87 = 48

JUL 7 1987 -11 49 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO SECURITY AGREEMENT

THIS AMENDMENT TO SECURITY AGREEMENT is dated as of the 1st day of June, 1987 by and between EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the "Borrower"), and MANUFACTURERS HANOVER TRUST COMPANY, as Successor Agent (herein called the "Agent").

WITNESSETH:

WHEREAS, the Borrower and the Agent have entered into an Amended and Restated Security Agreement, dated as of June 30, 1984, recorded with the Interstate Commerce Commission on October 4, 1984 under Recordation Number 14059-S (herein, as amended or otherwise modified from time to time, called the "Security Agreement"), pursuant to which the Borrower has granted to the Agent for the benefit of various lenders (herein called the "Lenders") a security interest in certain property of the Borrower (herein called the "Collateral");

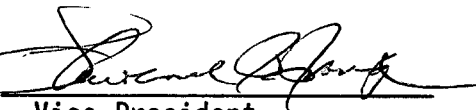
WHEREAS, pursuant to the terms of Section 4.1(a) (iv) of the Security Agreement, the Borrower is required to execute and deliver this Amendment to the Security Agreement to and with the Agent.

NOW, THEREFORE, in consideration of the mutual covenants and agreements of the parties and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:


1. The reporting marks and lessees as to certain cars (as defined in the Security Agreement) have changed, therefore the line items from Schedule 1 to the Security Agreement listed on Exhibit B hereto are hereby replaced by the line items on Exhibit A.
2. Except as hereby amended the Security Agreement remains in full force and effect, and the Security Agreement as hereby amended is ratified, confirmed and approved.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective authorized officers as of the day and year first written above.

EVANS RAILCAR LEASING COMPANY

By: 
Vice President

MANUFACTURERS HANOVER TRUST
COMPANY, as Agent

By: 
Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK)

I, Robert Sherman a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Laurence P. Prange personally known to me to be a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, and personally knows to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 1 day of June, 1987.

Robert Sherman

Notary Public

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES AUG 2, 1987
ISSUED THRU ILL. NOTARY ASSOC.

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, Kathleen Green a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Richard Reiser personally known to me to be a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, a New York Bank Corporation, and personally knows to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation, pursuant to authority, given by the Board of Directors of said corporation as his free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

July GIVEN under my hand and notarial seal this 2 day of , 1987.

Kathleen Green
Notary Public

revolver(10)

KATHLEEN GREEN
Notary Public, State of New York
No. 4843854
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1987
April 30, 1989

LOT NO.	#	* CAR TYPE***	LESSEE NAME**	INTERNAL I.D. NUMBER*	MASTER LEASE DATE**	SCHEDULE NUMBER **	SCHEDULE DATE **	TERM YEAR **	TERM MONTH **	PREFIX **	CAR NUMBER**
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*** Same designation may appear on more than one car (initials are the AAR mechanical designations).

revolver(22)

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER SCHEDULE LEASE NUMBER DATE	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
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39622	78/03/22	25	87/02/19	2	0	USLX	21974
39624	78/03/22	25	87/02/19	2	0	USLX	21976

16188	87/04/06	3	87/04/06	1	0	NBER	950
16194	87/04/06	3	87/04/06	1	0	NBER	956
16195	87/04/06	3	87/04/06	1	0	NBER	957
16198	87/04/06	3	87/04/06	1	0	NBER	960
16202	87/04/06	3	87/04/06	1	0	NBER	965
16204	87/04/06	3	87/04/06	1	0	NBER	967
16205	87/04/06	3	87/04/06	1	0	NBER	968
16206	87/04/06	3	87/04/06	1	0	NBER	969
16207	87/04/06	3	87/04/06	1	0	NBER	970
16208	87/04/06	3	87/04/06	1	0	NBER	971
16210	87/04/06	3	87/04/06	1	0	NBER	973
16211	87/04/06	3	87/04/06	1	0	NBER	974
16216	87/04/06	3	87/04/06	1	0	NBER	979
16220	87/04/06	3	87/04/06	1	0	NBER	983
16228	87/04/06	3	87/04/06	1	0	NBER	991
16232	87/04/06	3	87/04/06	1	0	NBER	995
16233	87/04/06	3	87/04/06	1	0	NBER	997
16234	87/04/06	3	87/04/06	1	0	NBER	998

41187 0/00/00 0 0/00/00 0 0 USLX 22178

24284	86/05/20	8	86/12/30	1	0	CAGY	501
24314	86/05/20	8	86/12/30	1	0	CAGY	502
24189	86/05/20	8	86/12/30	1	0	CAGY	503
24312	86/05/20	8	86/12/30	1	0	CAGY	504
24264	86/05/20	8	86/12/30	1	0	CAGY	505
24190	86/05/20	8	86/12/30	1	0	CAGY	506
24310	86/05/20	8	86/12/30	1	0	CAGY	507
24262	86/05/20	8	86/12/30	1	0	CAGY	508
24313	86/05/20	8	86/12/30	1	0	CAGY	509
24319	86/05/20	8	86/12/30	1	0	CAGY	511
24261	86/05/20	8	86/12/30	1	0	CAGY	512
24259	86/05/20	8	86/12/30	1	0	CAGY	513
24287	86/05/20	8	86/12/30	1	0	CAGY	514
24285	86/05/20	8	86/12/30	1	0	CAGY	16012
24309	86/05/20	8	86/12/30	1	0	CAGY	16024

№ 15

EXHIBIT A
COLLATERAL ADDITIONS
MAY 31, 1987

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE /	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
2151-02	* BOX-LU	MISSOURI-KANSAS-TEXAS RR	28188	86/10/15	2	86/10/15	0	3	USLX	50439
	BOX-LU	MISSOURI-KANSAS-TEXAS RR	20754	86/10/15	2	86/10/15	0	3	USLX	50602
N=	2									
2151-03	* COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15145	87/01/13	3	87/01/13	0	6	EELX	250
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15146	87/01/13	3	87/01/13	0	6	EELX	251
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15147	87/01/13	3	87/01/13	0	6	EELX	252
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15151	87/01/13	3	87/01/13	0	6	EELX	256
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15152	87/01/13	3	87/01/13	0	6	EELX	257
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15154	87/01/13	3	87/01/13	0	6	EELX	259
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15155	87/01/13	3	87/01/13	0	6	EELX	260
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	15157	87/01/13	3	87/01/13	0	6	EELX	262
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	13297	87/01/13	3	87/01/13	0	6	USEX	341
	COV HOP-LO	MISSOURI-KANSAS-TEXAS RAILROAD CO	13294	87/01/13	3	87/01/13	0	6	USEX	344

N= 10

Total Collateral Additions 5/87 = 48

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1987

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAP. NUMBER
1410-01	# BOX-LU	LEASE POOL	28188	0/00/00	0	0/00/00	0	0	AMC	521
N= 1										
2008-16	# COV HOP-LO	CONTINENTAL GRAIN COMPANY	24262	86/08/08	14	86/08/08	0	3	MRCX	16003
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24261	86/08/08	14	86/08/08	0	3	MRCX	16004
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24259	86/08/08	14	86/08/08	0	3	MRCX	16006
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24287	86/08/08	14	86/08/08	0	3	MRCX	16010
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24285	86/08/08	14	86/08/08	0	3	MRCX	16012
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24319	86/08/08	14	86/08/08	0	3	MRCX	16014
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24313	86/08/08	14	86/08/08	0	3	MRCX	16020
	COV HOP-LO	CONTINENTAL GRAIN COMPANY	24309	86/08/08	14	86/08/08	0	3	MRCX	16024
N= 8										
2008-16	# COV HOP-LO	LEASE POOL	24264	0/00/00	0	0/00/00	0	0	MRCX	16001
	COV HOP-LO	LEASE POOL	24190	0/00/00	0	0/00/00	0	0	MRCX	16007
	COV HOP-LO	LEASE POOL	24189	0/00/00	0	0/00/00	0	0	MRCX	16008
	COV HOP-LO	LEASE POOL	24284	0/00/00	0	0/00/00	0	0	MRCX	16013
	COV HOP-LO	LEASE POOL	24314	0/00/00	0	0/00/00	0	0	MRCX	16019
	COV HOP-LO	LEASE POOL	24312	0/00/00	0	0/00/00	0	0	MRCX	16021
	COV HOP-LO	LEASE POOL	24310	0/00/00	0	0/00/00	0	0	MRCX	16023
N= 7										
2041-01	# TANK-210CI	LEASE POOL	39622	0/00/00	0	0/00/00	0	0	USLX	21974
	TANK-210CI	LEASE POOL	39624	0/00/00	0	0/00/00	0	0	USLX	21976
N= 2										
2064-01	# BOX-LU	LEASE POOL	20754	0/00/00	0	0/00/00	0	0	USLX	50602
N= 1										
2093-64	# COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13297	85/04/22	4	86/10/04	0	3	USEX	341
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	13294	85/04/22	4	86/10/04	0	3	USEX	344
N= 2										

EXHIBIT B
COLLATERAL DELETIONS
MAY 31, 1987

LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAP. NUMBER
2093-84	* COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15145	85/04/22	4	86/10/04	0	3	EELX	250
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15146	85/04/22	4	86/10/04	0	3	EELX	251
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15147	85/04/22	4	86/10/04	0	3	EELX	252
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15151	85/04/22	4	86/10/04	0	3	EELX	256
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15152	85/04/22	4	86/10/04	0	3	EELX	257
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15154	85/04/22	4	86/10/04	0	3	EELX	259
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15155	85/04/22	4	86/10/04	0	3	EELX	260
	COV HOP-LO	IOWA INTERSTATE RAILROAD CO	15157	85/04/22	4	86/10/04	0	3	EELX	262
N=	8									
2099-01	* COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16188	84/12/14	1	84/12/14	3	0	NBER	950
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16194	84/12/14	1	84/12/14	3	0	NBER	956
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16195	84/12/14	1	84/12/14	3	0	NBER	957
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16198	84/12/14	1	84/12/14	3	0	NBER	960
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16202	84/12/14	1	84/12/14	3	0	NBER	965
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16204	84/12/14	1	84/12/14	3	0	NBER	967
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16205	84/12/14	1	84/12/14	3	0	NBER	968
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16206	84/12/14	1	84/12/14	3	0	NBER	969
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16207	84/12/14	1	84/12/14	3	0	NBER	970
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16208	84/12/14	1	84/12/14	3	0	NBER	971
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16210	84/12/14	1	84/12/14	3	0	NBER	973
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16211	84/12/14	1	84/12/14	3	0	NBER	974
N=	12									
2099-02	* COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16216	84/12/14	2	85/02/07	3	0	NBER	979
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16220	84/12/14	2	85/02/07	3	0	NBER	983
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16228	84/12/14	2	85/02/07	3	0	NBER	991
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16232	84/12/14	2	85/02/07	3	0	NBER	995
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16233	84/12/14	2	85/02/07	3	0	NBER	997
	COV HOP-LO	NITTANY & BALD EAGLE RAILROAD	16234	84/12/14	2	85/02/07	3	0	NBER	998
N=	6									
2100-09	* TANK-210CI	CIBA-GEIGY CORPORATION	41187	84/11/08	9	86/09/18	0	3	USLX	22178
N=	1									

Total Collateral Deletions 5/87 = 48